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## THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in FAR International Holdings Group Company Limited (the “Company”), you should at once hand this circular and the accompanying form of proxy to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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### FAR International Holdings Group Company Limited

泛遠國際控股集團有限公司

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock code: 2516)**

### PROPOSALS FOR GENERAL MANDATES TO ISSUE SHARES AND REPURCHASE SHARES, RE-ELECTION OF RETIRING DIRECTORS AND NOTICE OF ANNUAL GENERAL MEETING

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A notice convening the Annual General Meeting of the Company to be held at the conference room, 31/F., Tower Two, Times Square, 1 Matheson Street, Causeway Bay, Hong Kong on Friday, 31 May 2024 at 2:00 p.m. is set out on pages 22 to 28 of this circular. A form of proxy for use at the Annual General Meeting is also enclosed. Such form of proxy is also published on the website of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and the website of the Company ([www.far800.com](http://www.far800.com)).

Whether or not you are able to attend the Annual General Meeting, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return it to the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the Annual General Meeting (i.e. at or before 2:00 p.m. on Wednesday, 29 May 2024) or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the Annual General Meeting or any adjournment thereof if they so wish, and in such event, the form of proxy shall be deemed to be revoked.

26 April 2024

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## DEFINITIONS

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*In this circular, unless the context otherwise requires, the following expressions shall have the following meanings:*

“Annual General Meeting” or “AGM”	the annual general meeting of the Company to be held at the conference room, 31/F., Tower Two, Times Square, 1 Matheson Street, Causeway Bay, Hong Kong on Friday, 31 May 2024 at 2:00 p.m. or any adjournment thereof, the notice of which is set out on pages 22 to 28 of this circular
“Articles of Association”	the amended and restated articles of association of the Company conditionally adopted on 1 December 2023 and effective on the Listing Date, as amended or supplemented from time to time
“Board”	the board of Directors
“BVI”	the British Virgin Islands
“Chairman” or “Chairman of the Board”	chairman of the Board
“Companies Act”	the Companies Act (as revised) of the Cayman Islands, as amended, supplemented or otherwise modified from time to time
“Company”	FAR International Holdings Group Company Limited (泛遠國際控股集團有限公司), an exempted company incorporated in the Cayman Islands with limited liability on 24 November 2022, and the Shares of which are listed on the Main Board of the Stock Exchange (Stock code: 2516)
“Director(s)”	the director(s) of the Company
“General Mandate”	a general and unconditional mandate proposed to be granted to the Directors at the Annual General Meeting to allot, issue and/or deal with the Shares not exceeding 20% of the total number of issued Shares as at the date of passing of the relevant resolution granting the General Mandate

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## DEFINITIONS

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“Group”	the Company and its subsidiaries or, where the context so requires, in respect of the period before the Company became the holding company of its present subsidiaries, the businesses operated by such subsidiaries
“Hangzhou Aiyuan L.P.”	Hangzhou Aiyuan Investment Management Partnership (Limited Partnership)* (杭州愛遠投資管理合夥企業(有限合夥)), a limited partnership established in the PRC
“Hangzhou FAR”	Hangzhou FAR International Logistics Co., Ltd.* (杭州泛遠國際物流有限公司), formerly known as Hangzhou FAR International Logistics Shareholding Co. Ltd.* (杭州泛遠國際物流股份有限公司), a company established in the PRC with limited liability on 26 August 2004 and an indirectly wholly-owned subsidiary of the Company
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	17 April 2024, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular
“Listing Date”	22 December 2023, on which trading in the Shares first commenced on the Main Board of the Stock Exchange
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange, as amended, supplemented or otherwise modified from time to time
“Nomination Committee”	the nomination committee of the Board
“PRC”	the People’s Republic of China, except where the context requires otherwise and only for the purposes of this circular, excluding Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“Remuneration Committee”	the remuneration committee of the Board

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## DEFINITIONS

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“Repurchase Mandate”	a general and unconditional mandate proposed to be granted to the Directors at the Annual General Meeting to repurchase the Shares not exceeding 10% of the total number of the issued Shares as at the date of passing of the relevant resolution granting the Repurchase Mandate
“RMB”	Renminbi, the lawful currency of the PRC
“SFO”	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong, as amended, supplemented or otherwise modified from time to time
“Share(s)”	ordinary shares in the share capital of the Company with a par value of HK\$0.01 each
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited, a wholly owned subsidiary of Hong Kong Exchanges and Clearing Limited
“Takeovers Code”	the Codes on Takeovers and Mergers and Share Buy-backs issued by the Securities and Futures Commission of Hong Kong, as amended, supplemented or otherwise modified from time to time
“Zi Yue”	Zi Yue Holdings Limited (子越控股有限公司), a limited liability company established under the laws of BVI on 8 June 2022 and wholly owned by Mr. Wang Quan
“%”	per cent.

\* For identification purpose only

*In this circular, the English names of the PRC established companies or entities are translations and/or transliterations of their Chinese names and are included herein for identification purposes only. In the event of any inconsistency between the Chinese names and their English translations and/or transliterations, the Chinese version shall prevail.*

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LETTER FROM THE BOARD

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**FAR International Holdings Group Company Limited**  
**泛遠國際控股集團有限公司**  
*(Incorporated in the Cayman Islands with limited liability)*  
**(Stock code: 2516)**

*Executive Directors:*

Mr. Wang Quan (*Chairman of the Board*)  
Ms. Zhang Min (*Chief Executive Officer*)  
Mr. Yang Zhilong  
Mr. Zhang Guangyang  
Mr. Zhu Jiong

*Registered Office:*

71 Fort Street, PO Box 500  
George Town  
Grand Cayman  
KY1-1106, Cayman Islands

*Non-executive Director:*

Mr. Wei Ran

*Headquarters in the PRC:*

Room 201  
Hangzhou Cross-border e-commerce Industrial Park  
No. 22 Changcheng Street  
Gongshu District, Hangzhou City  
Zhejiang Province, PRC

*Independent Non-executive Directors:*

Mr. Ye Xingyue  
Mr. Ren Tiangan  
Mr. Sun Peng

*Principal Place of Business in Hong Kong:*

Room 1603, 16/F  
China Building  
29 Queen's Road Central  
Central  
Hong Kong

26 April 2024

*To the Shareholders*

Dear Sir or Madam,

**PROPOSALS FOR  
GENERAL MANDATES TO ISSUE SHARES AND REPURCHASE SHARES,  
RE-ELECTION OF RETIRING DIRECTORS  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

**INTRODUCTION**

The purpose of this circular is to provide you with the notice of the Annual General Meeting and the following proposals to be put forward at the Annual General Meeting, among other matters, (a) granting of the General Mandate to issue Shares and the Repurchase Mandate to repurchase Shares; and (b) the re-election of retiring Directors.

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## LETTER FROM THE BOARD

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### GENERAL MANDATE TO ISSUE SHARES

In order to ensure flexibility and give discretion to the Directors, in the event that it becomes desirable for the Company to issue any new Shares, approval is to be sought from the Shareholders, pursuant to the Listing Rules, for the General Mandate to issue Shares. At the Annual General Meeting, an ordinary resolution numbered 4(A) will be proposed to grant the General Mandate to the Directors to exercise the powers of the Company to allot, issue and/or deal with the additional Shares not exceeding 20% of the total number of issued Shares as at the date of passing of the resolution in relation to the General Mandate.

As at the Latest Practicable Date, 780,000,000 Shares have been issued by the Company. Subject to the passing of the ordinary resolution numbered 4(A) and on the basis that no further Shares are issued or repurchased after the Latest Practicable Date and up to the date of the Annual General Meeting, the Directors will be authorised to issue a maximum of 156,000,000 Shares.

In addition, subject to a separate approval of the ordinary resolution numbered 4(C), the number of Shares purchased by the Company under ordinary resolution numbered 4(B) will also be added to extend the General Mandate as mentioned in ordinary resolution numbered 4(A) provided that such additional value shall represent up to 10% of the total number of issued Shares as at the date of passing the resolutions in relation to the General Mandate and Repurchase Mandate. The Directors wish to state that they have no immediate plans to issue any new Shares pursuant to the General Mandate.

### REPURCHASE MANDATE TO REPURCHASE SHARES

In addition, an ordinary resolution numbered 4(B) will be proposed at the Annual General Meeting to approve the granting of the Repurchase Mandate to the Directors to exercise the powers of the Company to repurchase Shares representing up to 10% of the total number of issued Shares as at the date of passing of the resolution in relation to the Repurchase Mandate.

An explanatory statement required by the Listing Rules to be sent to the Shareholders in connection with the proposed Repurchase Mandate is set out in Appendix II to this circular. This explanatory statement contains all information reasonably necessary to enable the Shareholders to make an informed decision on whether to vote for or against the relevant resolution at the Annual General Meeting.

As at the Latest Practicable Date, there were 780,000,000 Shares in issue. Subject to the passing of the ordinary resolution numbered 4(B) and on the basis that no further Shares are issued or repurchased after the Latest Practicable Date and up to the date of the Annual General Meeting, the Company will be allowed to repurchase a maximum of 78,000,000 Shares.

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## LETTER FROM THE BOARD

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### RE-ELECTION OF RETIRING DIRECTORS

Pursuant to Article 108(a) of the Articles of Association, at each annual general meeting of the Company, one-third of the Directors for the time being, or, if their number is not three or a multiple of three, then the number nearest to but not less than one-third, shall retire from office by rotation provided that every Director (including those appointed for a specific term) shall be subject to retirement by rotation at least once every three years. A retiring Director shall be eligible for re-election. The Company at the general meeting at which a Director retires may fill the vacated office.

Accordingly, Mr. Wang Quan, Mr. Yang Zhilong, Mr. Zhu Jiong will retire from office at the Annual General Meeting and, being eligible, offer themselves for re-election.

Pursuant to Article 112 of the Articles of Association, any Director appointed by the Board to fill a casual vacancy shall hold office only until the first annual general meeting of the Company after his/her appointment and be subject to re-election at such meeting. Any Director appointed by the Board as an addition to the existing Board shall hold office only until the first annual general meeting after his/her appointment and shall then be eligible for re-election.

Accordingly, Mr. Wei Ran, appointed by the Board on 2 February 2024 to fill a causal vacancy, will hold office as the Director until the Annual General Meeting and is subject to re-election.

Details of the above retiring Directors who are subject to re-election at the Annual General Meeting are set out in Appendix I to this circular in accordance with the relevant requirements of the Listing Rules.

### **Procedure and Process for Nomination of Directors**

The Nomination Committee recommends to the Board for the appointment of a Director (including an independent non-executive Director) in accordance with the following selection criteria and nomination procedures:

#### ***Selection Criteria***

The Nomination Committee will evaluate, select and recommend candidate(s) for directorships to the Board by giving due consideration to criteria, having due regard to the benefits of diversity on the Board, including but not limited to gender, age, cultural and educational background, ethnicity, professional experience, skills, knowledge and length of service, sufficient time to effectively carry out their duties, their services on other listed and non-listed companies

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## LETTER FROM THE BOARD

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which should be limited to reasonable numbers, qualifications including accomplishment and experience in the relevant industries the Company's business is involved in, independence, reputation for integrity, potential contributions that the individual(s) can bring to the Board and commitment to enhance and maximise Shareholders' value.

### *Nomination Process*

- (a) The Nomination Committee will develop a list of desirable skills, perspectives and experience at the outset to focus the search effort giving due consideration to the current composition and size of the Board.
- (b) The Nomination Committee will consult any source it deems appropriate in identifying or selecting suitable candidates, such as referrals from existing Directors, advertising, recommendations from an independent agency firm and proposals from the Shareholders with due consideration given to the above selection criteria.
- (c) The Nomination Committee will adopt any process it deems appropriate in evaluating the suitability of the candidates, such as interviews, background checks, presentations and third-party reference checks.
- (d) Upon considering a candidate suitable for the directorship, the Nomination Committee will hold a meeting and/or by way of written resolutions to, if thought fit, approve the recommendation to the Board for appointment.
- (e) The Nomination Committee will provide the relevant information of the selected candidate to the Remuneration Committee for consideration of the remuneration package of such selected candidate.
- (f) The Nomination Committee will make the recommendation to the Board in relation to the proposed appointment and the Remuneration Committee will make the recommendation to the Board on the policy and structure for the remuneration.
- (g) The Board will have the final authority on determining the selection of nominees.

### **Recommendation of the Nomination Committee**

In accordance with the terms of reference of the Nomination Committee and the director nomination policy of the Company, the Nomination Committee has evaluated the background, expertise, experience, performance, time commitment and contribution of each of the retiring Directors during their tenure of services.

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## LETTER FROM THE BOARD

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In the evaluation, the Nomination Committee is of the opinion that each of the retiring Directors has contributed positively to the Board with his extensive knowledge and experience in various fields that are relevant to the Company's business. In addition, the retiring Directors' diversity of experience have enabled them to provide valuable and diverse views, as well as relevant insights to the Board and to contribute to the diversity of the Board.

The Board, having considered the recommendation of the Nomination Committee, has proposed the re-election of Mr. Wang Quan, Mr. Yang Zhilong, Mr. Zhu Jiong and Mr. Wei Ran. Such proposals will be put forward at the Annual General Meeting for the Shareholders' consideration and approval by way of ordinary resolutions. The Board also believes that the Directors who are seeking re-elections at the Annual General Meeting have the qualifications and related expertise that will continue to generate significant contribution to the Company and the Shareholders as a whole.

### CLOSURE OF REGISTER OF MEMBERS

For the purpose of determining the entitlement of the Shareholders to attend and vote at the Annual General Meeting, the register of members of the Company will be closed from Tuesday, 28 May 2024 to Friday, 31 May 2024 (both days inclusive), during which no transfer of Shares will be effected. The record date for determining the eligibility to attend and vote at the Annual General Meeting will be Friday, 31 May 2024. In order to be eligible to attend and vote at the Annual General Meeting, the Shareholders must deliver all properly completed transfer forms accompanied by the relevant share certificates to the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong for registration of the relevant transfers not later than 4:30 p.m. on Monday, 27 May 2024.

### NOTICE OF ANNUAL GENERAL MEETING

Set out on pages 22 to 28 of this circular is the notice of the Annual General Meeting at which, inter alia, ordinary resolutions will be proposed to the Shareholders to consider and approve the granting of the General Mandate to issue Shares and the Repurchase Mandate to repurchase Shares, and the re-election of retiring Directors.

### FORM OF PROXY

A form of proxy for use at the Annual General Meeting is enclosed with this circular. Such form of proxy is also published on the website of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and the website of the Company ([www.far800.com](http://www.far800.com)). Whether or not you are able to attend the Annual General Meeting, you are requested to complete the accompanying form of proxy in accordance

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## LETTER FROM THE BOARD

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with the instructions printed thereon and return it to the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding the Annual General Meeting (i.e. at or before 2:00 p.m. on Wednesday, 29 May 2024) or any adjournment thereof. Completion and return of the form of proxy will not preclude the Shareholders from attending and voting in person at the Annual General Meeting or any adjournment thereof should they so wish, and in such event, the form of proxy shall be deemed to be revoked.

### VOTING BY POLL

There is no Shareholder who has any material interest in the resolutions to be put forward at the Annual General Meeting, therefore none of the Shareholders is required to abstain from voting on such resolutions.

Pursuant to Rule 13.39(4) of the Listing Rules and Article 72 of the Articles of Association, any resolution put to the vote of the Shareholders at a general meeting shall be decided on a poll except where the chairman of the general meeting, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. Accordingly, each of the resolutions set out in the notice of the Annual General Meeting will be taken by way of poll.

On a poll, every Shareholder present in person or by proxy or, in the case of a Shareholder being a corporation, by its duly authorised representative, shall have one vote for every fully paid Share of which he/she/it is the holder. A Shareholder entitled to more than one vote needs not use all his/her/its votes or cast all the votes he/she/it uses in the same way.

### RECOMMENDATION

The Directors consider that the proposed resolutions for the granting of the General Mandate to issue Shares and the Repurchase Mandate to repurchase Shares, and the re-election of retiring Directors are in the interests of the Company and the Shareholders as a whole. The Directors therefore recommend the Shareholders to vote in favour of all the resolutions to be proposed at the Annual General Meeting.

### RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries,

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## LETTER FROM THE BOARD

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confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

Yours faithfully,

By order of the Board

**FAR International Holdings Group Company Limited**

**Wang Quan**

*Chairman and Executive Director*

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## APPENDIX I DETAILS OF DIRECTORS PROPOSED FOR RE-ELECTION

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*The following are the particulars of the Directors (as required by the Listing Rules) proposed to be re-elected at the Annual General Meeting.*

As at the Latest Practicable Date, none of the following Directors, save as disclosed herein, had any interest in Shares within the meaning of Part XV of the SFO.

Save as disclosed herein, as at the Latest Practicable Date, none of the following Directors holds any position with the Company or any other member of the Group, or any directorships in other public companies, the securities of which are listed on any securities market in Hong Kong or overseas in the last three years, nor do they have any major appointment or qualification. Save as disclosed herein, the following Directors are not otherwise related to any Directors, senior management, substantial Shareholders or controlling Shareholders (as defined in the Listing Rules).

Save as disclosed herein, as at the Latest Practicable Date, there is no other matter in relation to the following Directors that needs to be brought to the attention of the Shareholders, and there is no other information relating to the following Directors which is required to be disclosed pursuant to any of the requirements of Rules 13.51(2)(h) to (v) of the Listing Rules.

### Executive Directors

**Mr. Wang Quan (王泉)**, aged 47, is an executive Director, the Chairman of the Board and one of the controlling shareholders (as defined in the Listing Rules) of the Company. Mr. Wang is the chairman of the Nomination Committee and a member of the Remuneration Committee. He was appointed as a Director on 24 November 2022 and redesignated as an executive Director and the Chairman of the Board on 24 February 2023. He is responsible for overall strategic planning and business direction of the Group. Mr. Wang is also a director of Hangzhou FAR, Shenzhen Global Link Logistics Services Limited\* (深圳市匯通天下物流有限公司), HK FAR Logistics Investments Limited (香港泛遠物流投資有限公司), ZY Logistics Company Limited (香港卓洋物流有限公司), Global Link Logistics Services Limited (航港物流有限公司), Sure Link Holdings Limited (燃連控股有限公司), Novel Harbour Holdings Limited (穎港控股有限公司) and Easygo Holdings Limited, as well as the director and general manager of Hangzhou Heguang Tongchen Logistics Co. Ltd.\* (杭州和光同塵物流有限公司) and Hangzhou Feiyue Supply Chain Management Co., Ltd.\* (杭州飛約供應鏈管理有限公司)..

Mr. Wang has over 27 years of experience in cross-border logistics industry. Mr. Wang was a manager of Zhejiang Property International Freight Company Limited\* (浙江物產國際貨運有限公司), a subsidiary of Zhejiang Materials Industry Group Corporation (a state-owned company in which its issued shares are listed on the Shanghai Stock Exchange (stock code: 600704.SH)) from July 1997 to December 2000. He was also a manager of Hangzhou Longhang Freight Forwarding

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## APPENDIX I DETAILS OF DIRECTORS PROPOSED FOR RE-ELECTION

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Company Limited\* (杭州龍航貨運代理有限公司), one of the founding members of Hangzhou FAR from January 2001 to July 2004. Mr. Wang was the deputy general manager since the establishment of Hangzhou FAR in August 2004 until he was promoted as the executive director and general manager in May 2015. He was the chairman and general manager of Hangzhou FAR during the period from August 2015 to July 2021 and remains as the chairman of Hangzhou FAR since July 2021 up to the present date.

Mr. Wang obtained a Bachelor Degree in International Trade from Ningbo University in June 1997.

Mr. Wang as an executive Director has signed a service contract with the Company for an initial term of three years commencing from 22 December 2023, which will be renewed and extended automatically by one year on the expiry of such initial term, but he is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles of Association. Mr. Wang is entitled to a Director's fee of RMB408,000 per annum, which was determined by the Board with reference to the recommendation given by the Remuneration Committee, having regard to his duties and expertise, individual performance, the Group's operation results and prevailing market rate.

As at the Latest Practicable Date, Mr. Wang is deemed to be interested in 263,189,164 Shares, representing approximately 33.74% of the total issued share capital of the Company. As at the Latest Practicable Date, Zi Yue and Gensis FAR Holdings Limited (“**Gensis FAR**”) are holding 221,213,154 and 41,976,010 Shares, representing approximately 28.36% and 5.38% of the entire issued share capital of the Company, respectively. Zi Yue is entirely owned by Mr. Wang. Therefore, Mr. Wang is deemed to be interested in the Shares held by Zi Yue by virtue of the SFO. Gensis FAR is wholly owned by Hangzhou Aiyuan L.P. Mr. Wang is interested in approximately 37.88% of the equity interest in Hangzhou Aiyuan L.P. Therefore, Mr. Wang is deemed to be interested in the Shares held by Gensis FAR by virtue of the SFO.

**Mr. Yang Zhilong (楊志龍)**, aged 47, was appointed as an executive Director on 24 February 2023. He is primarily responsible for overall financial management of the Group. Mr. Yang is also the financial director of the Group.

Mr. Yang has more than 25 years of experience in finance and accounting industry. He was an accountant and a financial supervisor of Hangzhou Tingzheng Packing Material Company Limited\* (杭州頂正包材有限公司) from January 1999 to December 2001. He joined Hangzhou Wuzhou Sports Equipment Company Limited\* (浙江環球控股集團有限公司) and Ningbo Division of Zhejiang Shangyuan Food and Beverage Company Limited\* (浙江商源食品飲料有限公司) as a

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## APPENDIX I DETAILS OF DIRECTORS PROPOSED FOR RE-ELECTION

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financial manager during the periods from January 2002 to September 2006 and from October 2006 to July 2008, respectively. Mr. Yang joined the Group in August 2008 as the financial director of Hangzhou FAR and was further appointed as a director of Hangzhou FAR in August 2015.

Mr. Yang obtained a Diploma in Computerised Accounting from Zhejiang Institute of Economics and Trade in June 1997 and a Bachelor's Degree in Accounting from Dongbei University of Finance and Economics in July 2009. Mr. Yang was conferred with an intermediate level specialty in Accounting by the Ministry of Finance of the People's Republic of China in May 2005.

Mr. Yang as an executive Director has signed a service contract with the Company for an initial term of three years commencing from 22 December 2023, which will be renewed and extended automatically by one year on the expiry of such initial term, but he is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles of Association. Mr. Yang is entitled to a Director's fee of RMB258,000 per annum, which was determined by the Board with reference to the recommendation given by the Remuneration Committee, having regard to his duties and expertise, individual performance, the Group's operation results and prevailing market rate.

As at the Latest Practicable Date, Mr. Yang is deemed to be interested in 11,239,147 Shares, representing approximately 1.44% of the total issued share capital of the Company. As at the Latest Practicable Date, Ren He International Holdings Limited is holding 11,239,147 Shares, representing approximately 1.44% of the entire issued share capital of the Company. Ren He International Holdings Limited is entirely owned by Mr. Yang. Therefore, Mr. Yang is deemed to be interested in the Shares held by Ren He International Holdings Limited by virtue of the SFO.

**Mr. Zhu Jiong (朱炯)**, aged 50, was appointed as an executive Director on 24 February 2023. He is primarily responsible for overall compliance and investment matters of the Group. Mr. Zhu is currently a director and the secretary to the board of directors of Hangzhou FAR, a manager of Hangzhou FAR Import & Export Company Limited, a supervisor of Hangzhou AIYUAN Supply Chain Management Co., Ltd.\* (杭州艾遠供應鏈管理有限公司), Shanghai Aiyuan Supply Chain Management Company Limited\* (上海愛遠供應鏈管理有限公司) and Zhejiang Jingyuan Supply Chain Management Company Limited\* (浙江競遠供應鏈管理有限公司), and executive director and legal representative of Shanghai Aiyuan Supply Chain Management Company Limited\* (上海艾遠供應鏈管理有限公司), as well as the responsible person of Hangzhou FAR Shanghai Branch\* (杭州泛遠國際物流有限公司上海分公司).

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## APPENDIX I DETAILS OF DIRECTORS PROPOSED FOR RE-ELECTION

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Mr. Zhu has more than 21 years of experience serving in senior managerial roles in administrative, human resources, sales and operation, and public relations departments of several companies in the PRC. He has been an administrative director of Property Management Headquarters, Shanghai Urban Construction Investment and Development Corporation\* (上海市城市建設投資開發總公司置業管理總部) from May 2003 to July 2004. He was the secretary of the board of directors, manager of administration and human resources department, and manager of marketing department of Shanghai Xinkai Real Estate Development Company Limited\* (上海新凱房地產開發有限公司) from July 2004 to March 2006. During the period from March 2006 to May 2007, Mr. Zhu was the human resources manager, secretary of Party Branch and secretary of the Youth League Committee of Shanghai Chengtou Land (Group) Company Limited\* (上海城投置地(集團)有限公司). He was the executive director and general manager of Shanghai Zhuojiao Culture Development Company Limited\* (上海卓驕文化發展有限公司) from May 2007 to August 2008. From August 2008 to May 2013, He was the deputy general manager of Shanghai Guma Information Technology Company Limited\* (上海谷馬信息技術有限公司). Mr. Zhu joined the Group in June 2013 as the public relations director of Hangzhou FAR and was further appointed as a director of Hangzhou FAR in August 2015. Since May 2016, he was a director and the secretary of the board of the directors of Hangzhou FAR. Mr. Zhu was also a director of Shenzhen Full Speed Parcel Logistics Co. Ltd.\* (深圳市全速包裹物流有限公司) since August 2019.

Mr. Zhu obtained a Bachelor Degree in Education in Ideology and Politics from Fudan University in July 1997. He was the secretary general of the Communist Youth League, Fudan University Committee\* (共青團復旦大學委員會) from June 1996 to May 1999. During the period from May 1999 to May 2003, he was the deputy director of Student Life Campus Office, Party Committee Student Work Department of Fudan University\* (復旦大學黨委學生工作部學生生活園區辦公室).

Mr. Zhu as an executive Director has signed a service contract with the Company for an initial term of three years commencing from 22 December 2023, which will be renewed and extended automatically by one year on the expiry of such initial term, but he is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles of Association. Mr. Zhu is entitled to a Director's fee of RMB258,000 per annum, which was determined by the Board with reference to the recommendation given by the Remuneration Committee, having regard to his duties and expertise, individual performance, the Group's operation results and prevailing market rate.

As at the Latest Practicable Date, Mr. Zhu is deemed to be interested in 4,942,745 Shares, representing approximately 0.63% of the total issued share capital of the Company. As at the Latest Practicable Date, Seven Big Dipper Holdings Limited is holding 4,942,745 Shares,

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## APPENDIX I DETAILS OF DIRECTORS PROPOSED FOR RE-ELECTION

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representing approximately 0.63% of the entire issued share capital of the Company. Seven Big Dipper Holdings Limited is entirely owned by Mr. Zhu. Therefore, Mr. Zhu is deemed to be interested in the Shares held by Seven Big Dipper Holdings Limited by virtue of the SFO.

### Non-executive Director

**Mr. Wei Ran (魏冉)**, aged 40, was appointed as a non-executive Director on 2 February 2024. He is primarily participating in formulating the Group's business strategies.

Mr. Wei has over 17 years' experience in cross-border e-commerce, international logistics and cross-border payment solutions. During the period between June 2006 and June 2007, Mr. Wei served as the East China Market Specialist at United Parcel Service, Inc., an international logistic company. During the period between July 2007 and September 2012, he successively served as the supervisor of the national agent department, the manager of the South China agent department and head of the national agent department at TNT Express Worldwide (China) Ltd., an international express services provider. Mr. Wei successively served as the national channel manager and the strategic development manager of PayPal, China, a technology platform and digital payment company, from October 2012 to June 2017. Since 2017, he has been serving as the general manager of the logistics and customs business department of Alibaba.com (阿里巴巴國際站), which is a global digital cross-border e-commerce platform founded by Alibaba Group.

Mr. Wei obtained a bachelor's degree in management from Shanghai Institute of Foreign Trade (上海對外貿易學院) (now known as Shanghai University of International Business and Economics 上海對外經貿大學) in July 2005 and obtained a master's degree in business administration from Fudan University in December 2012.

Mr. Wei as a non-executive Director has signed a service contract with the Company for an initial term of three years commencing from 2 February 2024, which will be renewed and extended automatically by one year on the expiry of such initial term, but he is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles of Association. Mr. Wei will not receive any remuneration as a non-executive Director from the Company.

As at the Latest Practicable Date, Mr. Wei is not deemed to have any interests or short positions in any Shares, underlying Shares or debentures of the Company or any associated corporation of the Company within the meaning of Part XV of the SFO.

*The following is an explanatory statement required to be sent to the Shareholders under the Listing Rules in connection with the proposed Repurchase Mandate.*

## **SHARE CAPITAL**

As at the Latest Practicable Date, the issued share capital of the Company comprised 780,000,000 Shares. Subject to the passing of the resolution granting the Repurchase Mandate and on the basis that no further Shares are issued or repurchased before the Annual General Meeting, the Company will be allowed to repurchase a maximum of 78,000,000 Shares which represent 10% of the total number of issued Shares during the period ending on the earlier of (i) the conclusion of the next annual general meeting of the Company; or (ii) the expiry of the period within which the next annual general meeting of the Company is required by the Companies Act, any other applicable laws of the Cayman Islands or the Articles of Association to be held; or (iii) the passing of an ordinary resolution by the Shareholders in general meeting of the Company revoking or varying such mandate.

## **REASONS FOR AND FUNDING OF REPURCHASES**

The Directors believe that it is in the best interests of the Company and the Shareholders to have a general authority from the Shareholders to enable the Company to repurchase its Shares in the market. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the Company's net asset value and/or its earnings per Share and will only be made when the Directors believe that such repurchases will benefit the Company and the Shareholders as a whole.

Repurchase of the Shares must be funded out of funds legally available for such purpose in accordance with the Articles of Association, the Listing Rules and the applicable laws of the Cayman Islands. The Directors may not repurchase the Shares on the Stock Exchange for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange. Subject to the foregoing, the Directors may make repurchases with profits of the Company or out of a new issuance of Shares made for the purpose of the repurchase or, if authorised by the Articles of Association and subject to the Companies Act, out of capital and, in the case of any premium payable on the repurchase, out of profits of the Company or from sums standing to the credit of the share premium account of the Company or, if authorised by the Articles of Association and subject to the Companies Act, out of capital.

The Directors have no present intention to repurchase any Shares, and they would only exercise the power to repurchase in circumstances where they consider that the repurchase would be in the best interests of the Company and the Shareholders as a whole. The Directors believe that if the Repurchase Mandate is exercised in full, it may not have a material adverse impact on

the working capital and/or gearing position of the Company, as compared with the positions disclosed in the audited consolidated financial statements of the Group as at 31 December 2023, being the date to which the latest published audited consolidated financial statements of the Group were made up. The Directors do not propose to exercise the Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company and/or its gearing levels which, in the opinion of the Directors, are from time to time appropriate for the Company.

### **GENERAL**

None of the Directors nor, to the best of their knowledge, having made all reasonable enquiries, their respective close associates (as defined in the Listing Rules), have any present intention if the Repurchase Mandate is approved by the Shareholders, to sell any Shares to the Company.

The Directors will, so far as the same may be applicable, exercise the power of the Company to make repurchases of Shares pursuant to the Repurchase Mandate in accordance with the Listing Rules, the Articles of Association and the applicable laws of the Cayman Islands. Neither the explanatory statement in this Appendix II nor the proposed Repurchase Mandate has any unusual features.

No core connected person (as defined in the Listing Rules) has notified the Company that he/she/it has a present intention to sell any Shares to the Company, or has undertaken not to do so, if the Repurchase Mandate is approved by the Shareholders.

### **TAKEOVERS CODE**

If as a result of a repurchase of Shares pursuant to the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition of voting rights for the purposes of the Takeovers Code. Accordingly, a Shareholder, or a group of Shareholders acting in concert (within the meaning under the Takeovers Code), depending on the level of increase in the Shareholder's interest, could obtain or consolidate control of the Company and thereby become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, to the best knowledge and belief of the Directors, the following persons were interested in 5% or more of the issued share capital of the Company. In the event that the Repurchase Mandate is exercised in full, the interest of such persons will be increased to approximately the percentage set out in the last column as follows:

Name of Shareholder	Capacity and nature of interest	Number of Shares held/ interested in <sup>(1)</sup>	Approximate percentage of shareholding	
			As at the Latest Practicable Date	If the Repurchase Mandate is exercised in full <sup>(2)</sup>
Mr. Wang Quan <sup>(3)</sup>	Interest in a controlled corporation	263,189,164	33.74%	37.49%
Zi Yue <sup>(3)</sup>	Beneficial owner	221,213,154	28.36%	31.51%
Genesis FAR <sup>(3)</sup>	Beneficial owner	41,976,010	5.38%	5.98%
Ms. Lao Minzhong <sup>(4)</sup>	Interest of spouse	263,189,164	33.74%	37.49%
Taobao China Holding Limited (淘寶中國控股有限公司) ("Taobao China") <sup>(5)</sup>	Beneficial owner	67,041,663	8.59%	9.55%
Taobao Holding Limited <sup>(5)</sup>	Interest in a controlled corporation	67,041,663	8.59%	9.55%
Alibaba Group Holding Limited (阿里巴巴集團控股有限公司) ("Alibaba Holding") <sup>(5)</sup>	Interest in a controlled corporation	67,041,663	8.59%	9.55%
Mr. Ye Jianrong <sup>(6)</sup>	Interest in a controlled corporation	51,699,152	6.63%	7.36%

Name of Shareholder	Capacity and nature of interest	Number of Shares held/ interested in <sup>(1)</sup>	Approximate percentage of shareholding	
			As at the Latest Practicable Date	If the Repurchase Mandate is exercised in full <sup>(2)</sup>
Hangzhou Gongshu State-owned Innovation Development Co., Ltd. (杭州拱墅國投創新發展有限公司) <sup>(7)</sup>	Interest in a controlled corporation	45,470,849	5.83%	6.48%
Hangzhou City Gongshu District State-owned Investment Holding Group Co., Ltd. (杭州市拱墅區國有投資控股集團有限公司) <sup>(7)</sup>	Interest in a controlled corporation	45,470,849	5.83%	6.48%

*Notes:*

- (1) All interests stated are long positions.
- (2) Assuming no repurchase of any of the Shares held by the stated Shareholders.
- (3) Zi Yue is entirely owned by Mr. Wang Quan. Therefore, Mr. Wang Quan is deemed to be interested in the Shares held by Zi Yue by virtue of the SFO. Gensis FAR is interested in approximately 5.38% shareholding of the Company as at the Latest Practicable Date. Gensis FAR is wholly-owned by Hangzhou Aiyuan L.P.. Mr. Wang Quan is interested in approximately 37.88% of the equity interest in Hangzhou Aiyuan L.P.. Therefore, Mr. Wang Quan is deemed to be interested in the Shares held by Gensis FAR by virtue of the SFO.
- (4) Ms. Lao Minzhong is the spouse of Mr. Wang Quan. Accordingly, for the purpose of the SFO, Ms. Lao Minzhong is deemed, or taken to be, interested in the Shares in which Mr. Wang Quan is interested.
- (5) Taobao China is 100% owned by Taobao Holding Limited, which is in turn 100% owned by Alibaba Holding.
- (6) Coast Harvest Holdings Limited (“**Coast Harvest**”) is interested in approximately 4.26% shareholding of the Company as at the Latest Practicable Date. Mr. Ye Jianrong is interested in 85% of the shareholding in Coast Harvest. Therefore, Mr. Ye Jianrong is deemed to be interested in the Shares held by Coast Harvest by virtue of the SFO. Skill Lead Holdings Limited (“**Skill Lead**”) is interested in approximately 2.37% shareholding of the Company as at the Latest Practicable Date. Skill Lead is entirely owned by Mr. Ye Jianrong. Therefore, Mr. Ye Jianrong is deemed to be interested in the Shares held by Skill Lead by virtue of the SFO.

- (7) Summit Acute Holdings Limited (“**Summit Acute**”) is interested in approximately 3.44% shareholding of the Company as at the Latest Practicable Date. Summit Charm Holdings Limited (“**Summit Charm**”) is interested in approximately 2.39% shareholding of the Company as at the Latest Practicable Date. Both companies are indirectly and wholly-owned by Hangzhou Gongshu State-owned Innovation Development Co., Ltd. (杭州拱墅國投創新發展有限公司), which is in turn wholly-owned by Hangzhou City Gongshu District State-owned Investment Holding Group Co., Ltd. (杭州市拱墅區國有投資控股集團有限公司), a wholly state-owned company established in accordance with the PRC Company Law on 10 June 2008. Therefore, each of Hangzhou Gongshu State-owned Innovation Development Co., Ltd. and Hangzhou City Gongshu District State-owned Investment Holding Group Co., Ltd. is deemed to be interested in the Shares held by Summit Acute and Summit Charm by virtue of the SFO.

As at the Latest Practicable Date, to the best knowledge and belief of the Directors, Mr. Wang Quan was deemed to be interested in approximately 33.74% of the total issued share capital of the Company through Zi Yue and Gensis FAR. Zi Yue is an investment holding company and is wholly-owned by Mr. Wang Quan. Gensis FAR is a company wholly-owned by Hangzhou Aiyuan L.P., a limited partnership in which Mr. Wang Quan is interested in approximately 37.88% of its equity interest. In the event that the Directors should exercise in full the Repurchase Mandate, the shareholding of Mr. Wang Quan in the Company will be increased to approximately 37.49% of the total issued share capital of the Company. To the best knowledge and belief of the Directors, such increase would give rise to an obligation of Mr. Wang Quan, Zi Yue and Gensis FAR and Hangzhou Aiyuan L.P., a group of controlling Shareholders (as defined in the Listing Rules), to make a mandatory offer under the Takeovers Code. The Directors have no present intention to repurchase the Shares to the extent that will trigger the obligations under the Takeovers Code for Mr. Wang Quan, Zi Yue, Gensis FAR and Hangzhou Aiyuan L.P. to make a mandatory offer. Save as disclosed above, the Directors are not aware of any other consequences which may arise under the Takeovers Code as a result of any purchase by the Company of its Shares.

The Listing Rules prohibit a company from making repurchase on the Stock Exchange if the result of the repurchase would be that less than 25% (or such other prescribed minimum percentage as determined by the Stock Exchange) of the total number of issued Shares would be in public hands. The Directors do not propose to repurchase Shares which would result in less than the prescribed minimum percentage of Shares in public hands.

#### **SHARE REPURCHASE MADE BY THE COMPANY**

The Company has not purchased any of its Shares (whether on the Stock Exchange or otherwise) in the previous six months immediately preceding the Latest Practicable Date.

## SHARE PRICES

The highest and lowest prices at which the Shares were traded on the Stock Exchange since the Listing Date and up to the Latest Practicable Date were as follows:

Month	Highest prices	Lowest prices
	<i>HK\$</i>	<i>HK\$</i>
<b>2023</b>		
December (from the Listing Date)	1.32	0.89
<b>2024</b>		
January	1.05	0.63
February	0.76	0.56
March	0.75	0.50
April (up to the Latest Practicable Date)	0.57	0.41

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## NOTICE OF ANNUAL GENERAL MEETING

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**FAR International Holdings Group Company Limited**  
**泛遠國際控股集團有限公司**  
*(Incorporated in the Cayman Islands with limited liability)*  
**(Stock code: 2516)**

### NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** the annual general meeting of FAR International Holdings Group Company Limited (the “**Company**”) will be held at the conference room, 31/F., Tower Two, Times Square, 1 Matheson Street, Causeway Bay, Hong Kong on Friday, 31 May 2024 at 2:00 p.m. for the following purposes:

#### ORDINARY RESOLUTIONS

1. To receive and consider the audited consolidated financial statements of the Company and its subsidiaries for the year ended 31 December 2023 and the reports of the directors and the auditor of the Company thereon.
2. (a) To re-elect the following retiring directors of the Company (the “**Director(s)**”):
  - (i) To re-elect Mr. Wang Quan as an executive Director;
  - (ii) To re-elect Mr. Yang Zhilong as an executive Director;
  - (iii) To re-elect Mr. Zhu Jiong as an executive Director; and
  - (iv) To re-elect Mr. Wei Ran as a non-executive Director.
- (b) To authorise the board of Directors (the “**Board**”) to fix the remuneration of the Directors.
3. To re-appoint SHINEWING (HK) CPA Limited as the auditor of the Company and authorise the Board to fix their remuneration.

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## NOTICE OF ANNUAL GENERAL MEETING

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4. To consider and, if thought fit, pass with or without modification the following resolutions as ordinary resolutions:

(A) **“THAT:**

- (i) subject to paragraph (iii) below, the exercise by the Directors during the Relevant Period (as defined hereinafter) of all the powers of the Company to allot, issue and/or otherwise deal with additional shares of the Company (the **“Share(s)”**) or securities convertible into Shares, or options, warrants or similar rights to subscribe for Shares or such convertible securities of the Company and to make or grant offers, agreements and/or options (including bonds, warrants and debentures convertible into Shares) which may require the exercise of such powers, be and is hereby generally and unconditionally approved;
- (ii) the approval in paragraph (i) above shall be in addition to any other authorisation given to the Directors and shall authorise the Directors during the Relevant Period (as defined hereinafter) to make or grant offers, agreements and/or options which may require the exercise of such power after the end of the Relevant Period (as defined hereinafter);
- (iii) the aggregate number of Shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to options or otherwise) by the Directors during the Relevant Period (as defined hereinafter) pursuant to the approval in paragraph (i) above, otherwise than pursuant to:
  - (1) any Rights Issue (as defined hereinafter);
  - (2) the grant or exercise of any option under any share option scheme of the Company (if applicable) or any other option scheme or similar arrangements for the time being adopted for the grant or issue to the Directors, officers and/or employees of the Company and/or any of its subsidiaries and/or other eligible participants specified thereunder of options to subscribe for Shares or rights to acquire Shares;
  - (3) any scrip dividend or similar arrangement providing for the allotment and issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the articles of association of the Company (the **“Articles of Association”**); or

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## NOTICE OF ANNUAL GENERAL MEETING

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- (4) any issue of Shares upon the exercise of rights of subscription or conversion under the terms of any existing convertible notes issued by the Company or any existing securities of the Company which carry rights to subscribe for or are convertible into Shares, shall not exceed the aggregate of:
- (a) 20% of the total number of issued Shares as at the date of passing of this resolution; and
  - (b) (if the Board is so authorised by resolution numbered 4(C)) the aggregate number of Shares repurchased by the Company subsequent to the passing of resolution numbered 4(B) (up to a maximum equivalent to 10% of the total number of issued Shares as at the date of passing of resolution numbered 4(B)),

and the approval shall be limited accordingly; and

(iv) for the purpose of this resolution:-

- (a) “**Relevant Period**” means the period from the passing of this resolution until whichever is the earliest of:-
  - (1) the conclusion of the next annual general meeting of the Company;
  - (2) the expiration of the period within which the next annual general meeting of the Company is required by the Companies Act of the Cayman Islands, any other applicable laws of the Cayman Islands or the Articles of Association to be held; and
  - (3) the passing of an ordinary resolution by the shareholders of the Company in general meeting of the Company revoking or varying the authority given to the Directors by this resolution; and
- (b) “**Rights Issue**” means an offer of Shares or an issue of warrants, options or other securities giving rights to subscribe for Shares, open for a period fixed by the Directors to holders of Shares on the register of members of the Company on a fixed record date in proportion to their then holdings of such Shares (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or, having regard to any restrictions or obligations under the laws of, or the requirements of, or the expense or delay which may be involved in determining the

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## NOTICE OF ANNUAL GENERAL MEETING

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exercise or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction applicable to the Company, any recognised regulatory body or any stock exchange applicable to the Company).”

(B) **“THAT:**

- (i) subject to paragraph (ii) of this resolution, the exercise by the Directors during the Relevant Period (as defined hereinafter) of all the powers of the Company to repurchase Shares on The Stock Exchange of Hong Kong Limited (the **“Stock Exchange”**) or on any other stock exchange on which the Shares may be listed and which is recognised for this purpose by the Securities and Futures Commission and the Stock Exchange under the Code on Share Buy-backs and, subject to and in accordance with all applicable laws and the Rules Governing the Listing of Securities on the Stock Exchange (the **“Listing Rules”**), be and is hereby generally and unconditionally approved;
- (ii) the aggregate number of Shares to be repurchased pursuant to the approval in paragraph (i) of this resolution shall not exceed 10% of the total number of issued Shares as at the date of passing of this resolution, and the said approval shall be limited accordingly;
- (iii) subject to the passing of each of the paragraphs (i) and (ii) of this resolution, any prior approvals of the kind referred to in paragraphs (i) and (ii) of this resolution which had been granted to the Directors and which are still in effect, be and are hereby revoked; and
- (iv) for the purpose of this resolution:-

**“Relevant Period”** means the period from the passing of this resolution until whichever is the earliest of:-

- (a) the conclusion of the next annual general meeting of the Company;
- (b) the expiration of the period within which the next annual general meeting of the Company is required by the Companies Act of the Cayman Islands, any other applicable laws of the Cayman Islands or the Articles of Association to be held; and

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## NOTICE OF ANNUAL GENERAL MEETING

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(c) the passing of an ordinary resolution by the shareholders of the Company in general meeting of the Company revoking or varying the authority given to the Directors by this resolution.”

(C) “**THAT** conditional upon the resolutions numbered 4(A) and 4(B) set out in this notice being passed, the general and unconditional mandate granted to the Directors to exercise the powers of the Company to allot, issue and/or otherwise deal with new Shares and to make or grant offers, agreements and options which might require the exercise of such powers pursuant to resolution numbered 4(A) set out in this notice be and is hereby extended by the addition to the total number of the issued Shares which may be allotted or agreed conditional or unconditionally to be allotted by the Directors pursuant to such general mandate of an amount representing the total number of the issued Shares repurchased by the Company under the authority granted pursuant to resolution numbered 4(B) set out in this notice, provided that such extended amount shall represent up to 10% of the total number of issued Shares as at the date of passing of the said resolutions.”

By order of the Board

**FAR International Holdings Group Company Limited**

**Wang Quan**

*Chairman and Executive Director*

Hong Kong, 26 April 2024

*Registered Office:*

71 Fort Street, PO Box 500  
George Town  
Grand Cayman  
KY1-1106, Cayman Islands

*Headquarters in the PRC:*

Room 201  
Hangzhou Cross-border e-commerce Industrial Park  
No. 22 Changcheng Street  
Gongshu District, Hangzhou City  
Zhejiang Province, PRC

*Principal Place of Business in Hong Kong:*

Room 1603, 16/F  
China Building  
29 Queen’s Road Central  
Central  
Hong Kong

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## NOTICE OF ANNUAL GENERAL MEETING

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*Notes:*

- (i) Ordinary resolution numbered 4(C) will be proposed to the shareholders of the Company for approval provided that ordinary resolutions numbered 4(A) and 4(B) are passed by the shareholders of the Company.
- (ii) A shareholder entitled to attend and vote at the above meeting is entitled to appoint one or more proxies to attend, speak and vote in his/her/its stead. The proxy does not need to be a shareholder of the Company.
- (iii) Where there are joint registered holders of any Shares, any one of such persons may vote at the above meeting or any adjournment thereof, either personally or by proxy, in respect of such Shares as if he/she/it were solely entitled thereto but the vote of the senior holder who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the vote(s) of the other joint holders and, for this purpose, seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the relevant joint holding.
- (iv) In order to be valid, the completed form of proxy, together with the power of attorney or other authority (if any) under which it is signed or a certified copy of that power of attorney or authority (such certification to be made by either a notary public or a solicitor qualified to practice in Hong Kong) must be deposited at the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the above meeting (i.e. at or before 2:00 p.m. on Wednesday, 29 May 2024) or any adjournment thereof. Completion and return of the form of proxy will not preclude shareholders of the Company from attending and voting in person at the above meeting or any adjourned meeting thereof if they so wish, and in such event, the form of proxy shall be deemed to be revoked.
- (v) For the purpose of determining the entitlement of the shareholders of the Company to attend and vote at the above meeting, the register of members of the Company will be closed from Tuesday, 28 May 2024 to Friday, 31 May 2024, both days inclusive, during which period no transfer of Shares will be registered. The record date for determining the eligibility to attend and vote at the meeting will be Friday, 31 May 2024. In order to be eligible to attend and vote at the above meeting, the shareholders of the Company must deliver all properly completed transfer forms accompanied by the relevant share certificates to the Company's branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong for registration of the relevant transfers no later than 4:30 p.m. on Monday, 27 May 2024.
- (vi) In respect of the ordinary resolutions numbered 2(a) above, Mr. Wang Quan, Mr. Yang Zhilong, Mr. Zhu Jiong and Mr. Wei Ran shall retire and being eligible, offered themselves for re-election as Directors at the above meeting. Details of the above retiring Directors are set out in Appendix I to the circular dated 26 April 2024.
- (vii) In respect of the ordinary resolution numbered 4(A) above, the Directors wish to state that they have no immediate plans to issue any new Shares referred therein. Approval is being sought from the shareholders of the Company as a general mandate for the purposes of the Listing Rules.
- (viii) In respect of ordinary resolution numbered 4(B) above, the Directors wish to state that they will exercise the powers conferred by the general mandate to repurchase Shares in circumstances which they deem appropriate and for the benefits of shareholders of the Company. The explanatory statement containing the information necessary to enable the shareholders of the Company to make an informed decision on whether to vote for or against the resolution to approve the repurchase by the Company of its own Shares, as required by the Listing Rules, is set out in Appendix II to the circular dated 26 April 2024.

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## NOTICE OF ANNUAL GENERAL MEETING

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- (ix) Pursuant to Rule 13.39(4) of the Listing Rules, voting for all the resolutions set out in this notice will be taken by poll at the above meeting.

*As at the date of this notice, the executive Directors are Mr. Wang Quan, Ms. Zhang Min, Mr. Yang Zhilong, Mr. Zhang Guanyang and Mr. Zhu Jiong; the non-executive Director is Mr. Wei Ran; and the independent non-executive Directors are Mr. Ye Xingyue, Mr. Ren Tiangan and Mr. Sun Peng.*